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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 10157
(GARY WHITNEY)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Gary Whitney ("Whitney") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10157 (Gary Whitney) and agree and state as follows:

WHEREAS on October 8 and 14, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Whitney filed proof of claim number 10157 against Delphi on July 21, 2006, which asserts an unsecured non-priority claim in an unliquidated amount (the "Claim") arising from alleged damages asserted in Gary Whitney v. Delphi Corporation and Delphi Product and Solution Services, Case No. BC337315 filed July 28, 2005 in Los Angeles County, California, Superior Court (the "Underlying Lawsuit").

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on November 20, 2006 Whitney filed his Response Of Creditor Gary Whitney To Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims

Unsubstantiated By Debtors' Books And Records, And Claims Subject To Modification, And (II) Motion to Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c)822 (Docket No. 5593) (the "Response").

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to the Claim, Delphi and Whitney entered into a settlement agreement dated and effective as of October 25, 2007 (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, Delphi acknowledges and agrees that the Claim shall be allowed against Delphi in the amount of \$153,900.00.

WHEREAS Delphi is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

WHEREAS, effective automatically upon entry of this Order, Whitney has withdrawn his Response to the Third Omnibus Claims Objection with prejudice.

THEREFORE, the Debtors and Delphi stipulate and agree as follows:

1. The Claim shall be and hereby is allowed in the amount of \$153,900.00 and shall be and hereby is treated as an allowed general unsecured non-priority claim against the estate of Delphi.
2. Whitney's Response to the Third Omnibus Claims Objection is withdrawn with prejudice.

So Ordered in New York, New York, this 7th day of November, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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